



The David J. Joseph Company

March 29, 2006

RECORDATION NO. 26259-A FILED

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W., Suite 715  
Washington, DC 20423-0006

APR 03 '06

4-30 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) original Memorandums of Assignment and Assumption Agreements dated as of March 7, 2006, between the following parties:

Assignor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Assignee: Rail Connection, Inc.  
737 Eleanor Industrial Park  
Eleanor, WV 25070

Please see Schedule I attached hereto for the equipment, (21) railcars, involved in this transaction.

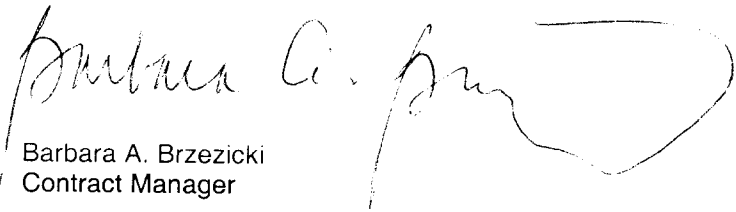
This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated March 7, 2006 related to twenty-one (21) railcars bearing reporting marks JTSX 101414 – JTSX 101584, sporadic.

Please file this as a secondary document under the Recordation Number 26259-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 26259. The filing fee for this document in the amount of \$33.00, is included in the enclosed check. Please return one (1) stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,

The David J. Joseph Company

  
Barbara A. Brzezicki  
Contract Manager

Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of March 7, 2006 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **RAIL CONNECTION, INC.**, a West Virginia corporation ("Assignee").


**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated January 20, 2004, as subsequently amended by agreement dated November 9, 2004, between Assignor, as Lessor, and United Iron and Metal, LLC, as Lessee, for twenty-one (21) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

**THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK**

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in the Exchange Agreement by and between Assignor and Assignee dated as of March 7, 2006.

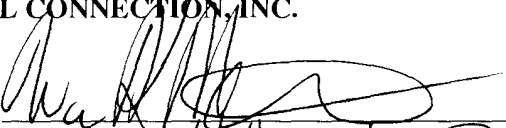
**THE DAVID J. JOSEPH COMPANY**

By: 

Name: Everett N. Martin

Title: Assistant Secretary

**RAIL CONNECTION, INC.**

By: 

Name: Warren R. Argente

Title: V.P.

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON)

On this 8<sup>th</sup> day of March, 2006, before me the subscriber, Barbara A. Brzezicki, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Everett N. Martin, to me personally known, who stated and acknowledged that he is the Assistant Secretary of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 8<sup>th</sup> day of March, 2006.

Barbara A. Brzezicki  
(Notary Signature)

My commission expires:  
2-20-11

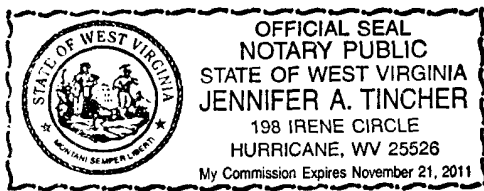


BARBARA A. BRZEZICKI  
Notary Public, State of Ohio  
My Commission Expires 02-20-11

STATE OF West Virginia )  
COUNTY OF Putnam ) SS:

On this 9<sup>th</sup> day of March, 2006, before me the subscriber, Jennifer A. Tincher, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Warren K. Higginbotham to me personally known, who stated and acknowledged that he/she is the Vice President of Rail Connection, Inc., a West Virginia corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 9<sup>th</sup> day of March 2006.



Jennifer A. Tincher  
(Notary Signature)

My commission expires:

November 21, 2011

**SCHEDULE I  
TO  
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**CARS**

**DESCRIPTION OF UNITS:**

**Twenty-one (21), railcars bearing reporting marks:**

JTSX	101414	JTSX	101429	JTSX	101435	JTSX	101442	JTSX	101447
JTSX	101416	JTSX	101431	JTSX	101436	JTSX	101443	JTSX	101449
JTSX	101424	JTSX	101433	JTSX	101439	JTSX	101444	JTSX	101452
JTSX	101426	JTSX	101434	JTSX	101441	JTSX	101445	JTSX	101584
JTSX	101427								

**LEASE:** Railroad Equipment Lease dated January 20, 2004, between The David J. Joseph Company as lessor and United Iron and Metal, LLC as lessee, as amended by Amendment No. 1 dated November 9, 2004.